

**Stroemer
Affidavit**

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF WESTCHESTER

ALPHAMEDICA, INC.,

Plaintiff,

- against -

MICHAEL K. FAUST,

Defendant.

Index No.: 4887-07

AFFIDAVIT OF
WILLIAM R. STROEMER

STATE OF NEW JERSEY)
) s.s:
COUNTY OF BERGEN)

WILLIAM R. STROEMER, being duly sworn deposes and says:

1. I am an owner of stock of Plaintiff AlphaMedica, Inc. ("Plaintiff" or "AlphaMedica"), a corporation organized under the laws of the State of Delaware with its principal place of business located at 220 White Plains Road, Tarrytown, New York 10591. I am also the Executive Vice President of Program Development of AlphaMedica.

2. I submit this Affidavit based upon my personal knowledge in support of the application of Plaintiff for a temporary restraining order and preliminary injunction enjoining Defendant Michael K. Faust, and/or those acting in concert with him ("Mr. Faust"), from: (i) representing himself to third parties as the Chief Executive Officer of AlphaMedica and/or other officer of AlphaMedica; (ii) communicating with the clients of AlphaMedica; (iii) revealing or disclosing the confidences or secrets of AlphaMedica to any third parties; (iv) revealing or disclosing materials in any form constituting AlphaMedica confidential business information and AlphaMedica trade secrets to any third parties; and (v) taking any steps, as threatened by him, to destroy the business relationships of AlphaMedica.

3. Following the March 20, 2007 Meeting of the Board of Directors, Andrew Galler, Secretary, Board Member and shareholder of AlphaMedica, and Kelli A. Mooney, President, Board Member and shareholder of AlphaMedica, contacted all of the shareholders present at AlphaMedica's principal office to inform them that the Board of Directors had resolved to accept Mr. Faust's resignation as Chief Executive Officer of AlphaMedica at the Board Meeting.

4. Thereafter, during the evening of Tuesday, March 20, 2007, Ms. Mooney, Mr. Galler and our fellow shareholder, Kerri Riccardo, who had participated in the earlier call following the Board Meeting, telephoned Michael Kroha, the only other shareholder (other than Mr. Faust), in order to inform him of the Board of Directors' acceptance of Mr. Faust's resignation. Mr. Kroha, at the time, was traveling on behalf of AlphaMedica on business in London, England.

5. During our telephone call with Mr. Kroha, Mr. Faust, who also happened to be traveling with Mr. Kroha, entered the room where Mr. Kroha was participating in the telephone call and wrested the telephone away from Mr. Kroha.

6. Upon wresting the telephone away from Mr. Kroha, Mr. Faust did not provide us with an opportunity to identify all of the participants on the telephone call, and stated to Ms. Mooney via speakerphone – for all of us to hear – that he was going to take actions to destroy the integrity and reputation of AlphaMedica, as well as the integrity and reputation of certain of its shareholders.

7. Specifically, Mr. Faust stated that that he was going to ruin AlphaMedica's existing relationship and multi-million dollar contracts with Pfizer Inc. through a series of events that he had already set in motion.

8. Mr. Faust further threatened that AlphaMedica's existing relationship with

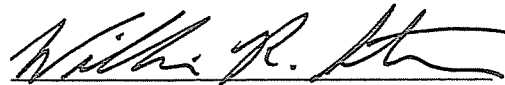
Allergan Inc., another important client that AlphaMedica has multi-million dollar contracts with, was "next" to be destroyed.

9. Mr. Faust also warned that he planned to destroy Mr. Galler, Ms. Mooney and myself.

10. Mr. Faust continued to repeat the above plans for the destruction of AlphaMedica and certain of its shareholders multiple times.

11. If AlphaMedica were to lose valuable clients and the goodwill that it has established as a competitive and reliable agency due to the actions taken and/or threatened by Mr. Faust, it would seriously and irreparably damage AlphaMedica's viability.

12. I believe that immediate relief enjoining Mr. Faust is required to preserve AlphaMedica's business and to enforce Mr. Faust's compliance with the duties that he owes AlphaMedica as a member of its Board of Directors and as a shareholder.


William R. Stroemer

Sworn to before me this
21st day of March 2007


Notary Public

AMELIA BABAMIAN
A Notary Public of New Jersey
My Commission Expires February 3, 2009